

ORIGINAL

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

W. R. GRACE & CO., et al.,<sup>1</sup>

Debtors.

Chapter 11

Case No. 01-01139 (RJN)  
Jointly Administered**AFFIDAVIT OF SERVICE**

STATE OF DELAWARE )

COUNTY OF NEW CASTLE )

)SS

Lois Hyland, being duly sworn according to law, deposes and says that she is employed by the law firm of Pachulski, Stang, Ziehl, Young & Jones P.C., co-counsel for the Debtors, in the above-captioned action, and that on the 4<sup>th</sup> day of April, 2001 she caused a copy of the following document(s) to be served upon the attached service list(s) in the manner indicated:

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

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**ORDER AUTHORIZING THE DEBTORS TO PAY SALES, USE AND  
FRANCHISE TAXES AND CERTAIN OTHER CHARGES**

Dated: April 4, 2001

Lois Hyland  
Lois Hyland

Sworn to and subscribed before  
me this 4<sup>th</sup> day of April, 2001

Halley Leigh Dalzell

Notary Public

My Commission Expires: 08/11/02

DUPLICATE  
ORIGINAL

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	) Chapter 11
	)
W. R. GRACE & CO., <u>et al.</u> , <sup>1</sup>	) Case No. 01-01139 ( )
	) (Jointly Administered)
	)
Debtors.	)

**ORDER AUTHORIZING THE  
DEBTORS TO PAY SALES, USE AND FRANCHISE TAXES  
AND CERTAIN OTHER CHARGES**

Upon consideration of the motion (the "Motion")<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the "Debtors") seeking entry of an order (a) authorizing, but not requiring, the Debtors to (i) pay sales, franchise and use taxes and such other taxes as the Debtors, in their discretion, deem necessary, as well as certain fees, licenses and other similar charges and assessments and (ii) in the ordinary course of business, in their sole discretion, to pay the United

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, LB Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

<sup>2</sup> Capitalized terms not defined herein shall have the same meaning as in the Motion.



States Corporation Company ("CSC") for certain services rendered and to reimburse CSC for certain fees, and (b) authorizing and directing applicable banks and other financial institutions to receive and process, honor and pay all checks presented for payment; and due notice of the Motion having been given to the United States Trustee and counsel to the proposed debtor in possession lenders; and it appearing that no other or further notice need be given; and it appearing that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors and other parties in interest; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157; and after due deliberation and sufficient cause appearing therefor; it is hereby

ORDERED, that the Motion is granted and approved; and it is further

ORDERED, that the Debtors are authorized, but not required, to pay the Authorities in the ordinary course of business:

- a. various prepetition and postpetition taxes collected or incurred by the Debtors, as the case may be (collectively, the "Taxes"), including, but not limited to, sales taxes from their customers and use and franchise taxes; and
- b. various prepetition and postpetition fees, licenses and other similar charges and assessments incurred by the Debtors (collectively, the "Fees"), including, but not limited to:
  - i. periodic registration and license renewal fees for hazardous waste activities, fees pertaining to shipments of hazardous waste,
  - ii. compliance fees owed to various state environmental protection agencies,

- iii. other environmental and hazardous waste fees and charges;  
and it is further

ORDERED that Debtors are authorized to, in their sole discretion, in the ordinary course of business, (i) pay CSC all Representation Services Payments owed for prepetition and postpetition Representation Services rendered and (ii) reimburse CSC for prepetition and postpetition Representation Services Fees paid to Authorities pursuant to the Representation Services performed by CSC on behalf of the Debtors; and it is further

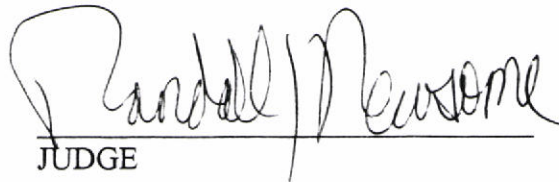
ORDERED that all depositories on which checks were drawn in payment of the pre-Petition Date amounts approved herein are ordered to receive, process and honor such checks as and when presented for payment provided that funds are available in the Debtors' accounts to cover such checks; provided further, that all such depositories are authorized to rely on the Debtors' designation of any particular check as approved by this Order; and it is further

ORDERED, that the Debtors are authorized to reissue any check which was drawn in payment of any pre-Petition Date Tax, Fee, Representation Services Fee or Representation Services Payment approved herein that was not cleared by a depository; and it is further

ORDERED, that nothing herein shall impair the Debtors' ability to contest, without prejudice, in their sole discretion, the validity and amounts of the Taxes and/or Fees owing to the Authorities or the validity and amount of Representation Services Payments and Representation Services Fees to be paid or reimbursed to CSC; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: April 2, 2001.

  
JUDGE



W. R. Grace 2002 Service List  
Case No. 01-1139 (RJN)  
Doc. No. 20058  
April 3, 2001  
02 – Hand Delivery  
04 – Federal Express  
28 – First Class Mail Foreign

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